

Purpose of Report

The information collected on the FR Y-12 allows the Federal Reserve to monitor the growth of domestic bank holding company (BHC) investments in nonfinancial companies and their contributions to capital, profitability, risk, and volatility. The FR Y-12 provides more timely information than can be obtained through annual reviews of this business line and serves to identify institutions that are significantly changing their risk profiles in this business line or devoting significant resources to this line of business.

GENERAL INSTRUCTIONS

Scope of the Information

For a domestic BHC meeting the reporting criteria described below, the information reported should cover all U.S. offices, International Banking Facilities (IBFs), foreign branches, branches in Puerto Rico and U.S. territories and possessions, and majority-owned bank and nonbank domestic and foreign subsidiaries, including Edge and agreement subsidiaries, domestic nonbanking subsidiaries, and small business investment companies (SBICs). The information should be reported by the BHC on a fully consolidated basis reflecting all companies in which the BHC directly or indirectly owns or controls *more than 50 percent* of the outstanding voting stock, and which is *consolidated* under generally accepted accounting principles (GAAP) in the parent holding company's financial statements for the purposes of financial and public reporting. In a multi-tiered organization with one or more BHCs, only the top-tier BHC should complete

the FR Y-12, which would be prepared on a consolidated basis.

Who Must Report

The FR Y-12 reporting form must be filed by each top-tier domestic BHC that files an FR Y-9C and:

- Has aggregate nonfinancial equity investments (as defined below) that equal or exceed the lesser of \$200 million (on an initial cost basis) or 5 percent of the BHC's consolidated Tier 1 capital as of the report date; **and**
- Has made an effective election to become a financial holding company (FHC), **or**
- Directly or indirectly, has an Edge corporation, agreement corporation, or SBIC subsidiary **or** holds equities under section 4(c)(6) or 4(c)(7) of the BHC Act.

The FR Y-12 reporting form also must be filed by each top-tier domestic BHC that files an FR Y-9SP and:

- Has aggregate nonfinancial equity investments (as defined below) that equal or exceed 5 percent of the BHC's total capital (as reported in item 16.f of the balance sheet on the FR Y-9SP) as of the report date; **and**
- Has made an effective election to become a financial holding company (FHC), **or**
- Directly or indirectly, has an Edge corporation, agreement corporation, or SBIC subsidiary **or** holds equities under section 4(c)(6) or 4(c)(7) of the BHC Act.

A domestic BHC is a BHC that is incorporated in one of the 50 States of the United States, the District of Columbia, Puerto Rico, or any U.S. territory or possession.

What is a Nonfinancial Equity Investment?

This report collects information on nonfinancial equity investments held by a BHC on a consolidated basis. For the purposes of this report, a nonfinancial equity investment means an equity investment made by the BHC or any of its subsidiaries (see the Scope of the Information to be Reported section above):

- pursuant to the merchant banking authority of section 4(k)(4)(H) of the BHC Act (12 U.S.C. 1843 (k)(4)(H)) and subpart J of the Board's Regulation Y,
- under section 4(c)(6) or 4(c)(7) of the BHC Act (12 U.S.C. 1843 (c)(6) and (c)(7)) in a nonfinancial company (as defined in the glossary) or in a company that makes investments in nonfinancial companies,
- investments made through a SBIC that is consolidated with the BHC or subsidiary, or in an SBIC that is not consolidated, under section 302(b) of the Small Business Investment Act of 1958,
- in a nonfinancial company under the portfolio investment provisions of the Board's Regulation K (12 CFR 211.5(b)(1)(iii)), or
- in a nonfinancial company under section 24 of the Federal Deposit Insurance Act (12 U.S.C. 1831a).

This report does not collect information on equity investments that a BHC or any

of its subsidiaries may make under other legal authorities. For example, this report does not collect information on nonfinancial investments made by an insurance company subsidiary of a financial holding company under section 4(k)(4)(I) of the BHC Act (12 U.S.C. 1843(k)(4)(I)).

Filing of Reports

The report is to be prepared quarterly for BHCs that file the FR Y-9C, as of the end of March, June, September, and December, and semi-annually for those BHCs that file the FR Y-9SP, as of the end of June and December. The report must be submitted within 45 calendar days of the reporting date for FR Y-9C respondents and within 60 calendar days for FR Y-9SP respondents. Reporting BHCs should submit an original and one copy of the report to the appropriate Federal Reserve Bank. Each report submitted should be signed and certified by an executive officer of the BHC. "Executive Officer" is defined in 12 CFR 215.2(d).

Alternative Report Forms

In lieu of using the printed FR Y-12 report form, the respondent may report the required data on computer print-outs that are in the identical format and size as the printed form, including line items and columns in the order in which they appear on the printed form. The form must be signed by an executive officer of the reporting institution.

Reporting in Dollars

All amounts should be converted to U.S. dollars using the spot exchange rate on the report date, regardless of the currencies in which the transactions

reported are denominated. The translations should be made on the same basis as used by the reporter to prepare its FR Y-9C and FR Y-9SP. If the BHC has no activity to report, enter a zero where appropriate.

Rounding

Round all amounts reported on this form to the nearest million dollars.

Confidentiality

The completed version of this report generally is available to the public upon request on an individual basis. However, a reporting BHC may request confidential treatment for the FR Y-12 if the BHC is of the opinion that disclosure of specific commercial or financial information in the report would likely result in substantial harm to its competitive position, or that disclosure of the submitted information would result in an unwarranted invasion of personal privacy.

A request for confidential treatment must be submitted in writing concurrently with the submission of the report. The request must discuss *in writing* the justification for which confidentiality is requested and must demonstrate the specific nature of the harm that would result from public release of the information. Merely stating that competitive harm would result or that information is personal is not sufficient.

The Federal Reserve System may subsequently release information for which confidential treatment is requested, if the Board of Governors determines that the disclosure of such information is in the public interest.

Instructions for Specific Columns for Schedule A, Type of Investments

Column A: Number of Companies

Check the box in column A that represents the total number of companies in which the BHC has nonfinancial equity investments. See the instructions for Line 3 for all indirect investments.

Column B: Initial Cost

Report in column B the aggregate initial cost of the nonfinancial equity investments of the BHC. For purposes of this report, initial cost represents the amount paid by the BHC for the nonfinancial equity investment when it was acquired.

Column C: Net Unrealized Holding Gains Not Recognized as Income

Report in column C the net unrealized holding gains, net of applicable taxes, on all nonfinancial equity investments that are reported in accumulated other comprehensive income on the FR Y-9C or FR Y-9SP. When calculating unrealized holding gains on nonfinancial equity investments, the amount should be reduced by any unrealized holding losses. If unrealized holding losses are greater than unrealized gains (i.e. net unrealized holding losses), report zero in column C.

Column D: Carrying Value

Report in column D the carrying value of all nonfinancial equity investments as of the end of the reporting period. For the purposes of this report, carrying value refers to the amount of the investment as reflected in the BHC's consolidated financial statements

prepared in accordance with GAAP. For example, available-for-sale equity securities generally are accounted for under FAS 115 at fair value on the balance sheet. Therefore the fair values would be considered the carrying value of these securities. Column D should equal the sum of columns B and C.

Column E: Publicly Quoted Value

Report in column E the publicly quoted market value of all publicly traded nonfinancial equity investments as of the end of the reporting period (e.g., the number of shares held times the closing market price per share on the last business day of the reporting period). For purposes of this report, a public company is a company that has one or more issues of publicly traded stock. If no quoted market price is available, enter zero.

Instructions for Specific Columns for Schedule B**Column A: Initial Cost**

Report in column A the aggregate initial cost of the nonfinancial equity investments of the BHC. For purposes of this report, initial cost represents the amount paid by the BHC for the nonfinancial equity investment when it was acquired.

Column B: Carrying Value

Report in column B the carrying value of all nonfinancial equity investments as of the end of the reporting period. For the purposes of this report, carrying value refers to the amount of the investment as reflected in the BHC's consolidated financial statements prepared in accordance with GAAP. For example,

available-for-sale equity securities generally are accounted for under FAS 115 at fair value on the balance sheet. Therefore the fair values would be considered the carrying value of these securities.

Instructions for Specific Columns for Schedule C**Column A: Initial Cost**

Report in column A the aggregate initial cost of the nonfinancial equity investments of the BHC. For purposes of this report, initial cost represents the amount paid by the BHC for the nonfinancial equity investment when it was acquired.

Column B: Carrying Value

Report in column B the carrying value of all nonfinancial equity investments as of the end of the reporting period. For the purposes of this report, carrying value refers to the amount of the investment as reflected in the BHC's consolidated financial statements prepared in accordance with GAAP. For example, available-for-sale equity securities generally are accounted for under FAS 115 at fair value on the balance sheet. Therefore fair value would be considered the carrying value of these securities.

Column C: Direct Investments in Public Entities

Report in column C the carrying value of the BHC's nonfinancial equity investments that are direct investments in public entities.

Column D: Direct Investments in Non-Public Entities

Report in column D the carrying value of the BHC's nonfinancial equity investments that are direct investments in non-public entities.

Column E: All Indirect Investments

Report in column E the carrying value of the BHC's nonfinancial equity investments that are indirect investments.

Instructions for Specific Lines of Schedule A**Line 1. Direct Investments in Public Entities**

Check the box in Column A that represents the total number of public entities in which the BHC has a nonfinancial equity investment. For purposes of this report, a public entity is an entity that has one or more issues of publicly traded stock. Report in Column B the initial cost of the BHC's nonfinancial equity investment in public entities. Report in Column C net unrealized holding gains not recognized as income. Report in column D the carrying value of the BHC's investments in public entities. Report in column E the publicly quoted value of the BHC's investments in public entities.

Line 2. Direct Investments in Non-Public Entities

Check the box in Column A that represents the total number of non-public entities in which the BHC holds direct nonfinancial equity investments. For purposes of this report, a non-public entity is one that does not have any issue

of publicly traded stock. Report in Column B the initial cost of these investments. Report in Column C net unrealized holding gains not recognized as income. Report in column D the carrying value of these investments.

Line 3. All Indirect Investments

Check the box in column A that represents the total number of investment funds or similar entities in which the BHC has an indirect investment, as defined in the Glossary section. Report in column B the initial cost of the BHC's nonfinancial equity investments in these funds or other entities. Report in Column C net unrealized holding gains not recognized as income. Report in column D the carrying value of these investments.

Line 4. Total Portfolio

Report in Columns A through D the totals of Lines 1, 2, and 3 for Schedule A.

Memorandum 1. Investments Held Under Merchant Banking Authority

This item only applies to FHCs. Report in Column B the initial cost of investments held by the FHC (on a consolidated basis) under the merchant banking authority of the Gramm-Leach-Bliley Act (12 U.S.C. 1843(k)(4)(H)) and Federal Reserve regulation. Report in Column C net unrealized holding gains of these investments not recognized as income. Report in Column D the carrying value as defined above. The carrying value should be reported using the same valuation method used in preparing the FR Y-9C or FR Y-9SP.

Instructions for Specific Lines of Schedule B**Line 1. Common Stock**

Report in Column A the initial cost of the BHC's nonfinancial equity investments that are in the form of voting and non-voting common stock. Report in Column B the carrying value of all such voting and non-voting common stock held by the BHC.

Line 2. Convertible Debt and Convertible Preferred Stock

Report in Column A the initial cost of the BHC's nonfinancial equity investments that are in the form of convertible debt and convertible preferred stock. Report in Column B the carrying value of such convertible bonds and convertible preferred stock held by the BHC.

Line 3. Other Equity Instruments

Report in column A the initial cost of all of the BHC's other nonfinancial equity investments not specified in Lines 1 and 2. Report in column B the carrying value of these nonfinancial equity investments.

Line 4. Total Portfolio

Report the sum of items 1 through 3 for columns A and B. Item 4, columns B and D of Schedule A must equal item 4, columns A and B of Schedule B, respectively.

Memorandum 1. Unused Equity Commitments

Report any unused portion of legally binding commitments to make a nonfinancial equity investments.

Instructions for Specific Lines of Schedule C

For each line, the amount reported in (Column B) "Carrying Value" should equal the sum of the carrying values reported in (Column C) "Direct Investments in Public Entities", (Column D) "Direct Investments in Non-public Entities" and (Column E) "All Indirect Investments."

Line 1. Depository Institutions and their Subsidiaries**Line 1.a. SBICs**

Report in columns A and B the initial cost and carrying value, respectively, of the nonfinancial equity investments held by all SBICs that are consolidated in the financial statements of a subsidiary depository institution of the BHC. Also include the initial cost and carrying value of any nonfinancial equity investment made by a subsidiary depository institution in a SBIC that is not consolidated with the depository institution for accounting purposes.

Line 1.b. Edge and agreement corporations

Report in columns A and B the initial cost and carrying value, respectively, of the direct and indirect nonfinancial equity investments of all Edge or agreement corporations that are owned or controlled by subsidiary depository institutions of the BHC. Edge

corporations are formed under Section 25A of the Federal Reserve Act and agreement corporations are formed under Section 25 of the Federal Reserve Act.

Line 1.c. All Other

Report in columns A and B the initial cost and carrying value, respectively, of the direct and indirect nonfinancial equity investments of the subsidiary depository institutions of the BHC that are not reported in lines 1.a. or 1.b. All other nonfinancial equity investments owned or controlled directly or indirectly through a depository institution should be reported on this line.

Line 2. Parent Holding Company and Other Nonbank Subsidiaries

Line 2.a. Broker / Dealers

Report in columns A and B the initial cost and carrying value, respectively, of the direct and indirect nonfinancial equity investments of subsidiaries of the BHC that are registered with the Securities and Exchange Commission as a broker or dealer. Exclude any nonfinancial equity investment held in a trading account in accordance with applicable accounting principles and as part of an underwriting, market making or dealing activity. Also, exclude nonfinancial equity investments of broker-dealers that are controlled by the BHC through a depository institution.

Line 2.b. SBICs

Report in columns A and B the initial cost and carrying value, respectively, of the direct and indirect nonfinancial

equity investments of all SBICs that are consolidated with the BHC for accounting purposes and that are not owned or controlled by the holding companyBHC through a depository institution. Also include any nonfinancial equity investment made directly or indirectly by the BHC or a nondepository subsidiary in a SBIC that is not consolidated for accounting purposes.

Line 2.c. Merchant Banking

Report in columns A and B the initial cost and carrying value, respectively, of the direct and indirect nonfinancial equity investments held under Merchant Banking authority, as defined for Schedule A, memorandum item 1.

Line 2.d. All Other

Report in columns A and B the initial cost and carrying value, respectively, of all other direct and indirect nonfinancial equity investments of the holding companyBHC and its nondepository institution subsidiaries that are not reported in Lines 2a, 2b or 2c.

Line 4. Total Portfolio

Columns A and B must equal the sum of Lines 1 and 2 of Schedule C, and line item 4, columns B and D of Schedule A.

Memoranda 1. Domestic Investments

Report in columns A and B the initial cost and carrying value, respectively, of the direct and indirect nonfinancial equity investments of the consolidated holding companyBHC in companies domiciled in the 50 States of the United States, the District of Columbia, Puerto Rico, and U.S. territories and

possessions. The sum of Memo Item 1 and Memo Item 2, Columns A and B should equal Schedule A, line item 4, Columns B and D.

Memoranda 2. Foreign Investments

Report in columns A and B the initial cost and carrying value, respectively, of the direct and indirect nonfinancial equity investments of the consolidated financial holding companyBHC in companies domiciled outside the 50 States of the United States, the District of Columbia, Puerto Rico, and U.S. territories and possessions. The sum of Memo Item 1 and Memo Item 2, Columns A and B should equal Schedule A, line item 4, Columns B and D.

For the definition of Appropriate Federal Reserve Bank, Bank Holding Company, BHC Act, Company, Control, Depository Institution, Edge Corporation, Financial Holding Company, and Foreign Investment, please refer to the glossary of the FR Y-10.

Carrying Value

For the purposes of this report, carrying value refers to the amount of the investment as reflected in the BHC's consolidated financial statements prepared in accordance with GAAP.

Convertible Bonds and Convertible Preferred Stock

For the purposes of this report, bonds or preferred stock that can be converted into or redeemed for a company's common stock at a prearranged price are considered convertible.

Direct Investment

For the purposes of this report, a direct investment is any nonfinancial equity investment that the BHC or any of its consolidated subsidiaries holds directly in a nonfinancial entity.

Equity Investment

For purposes of this report, an equity investment refers to common stock, convertible preferred stock, convertible debt, and warrants, options, and other rights that give the holder the right to acquire common stock or instruments convertible into common stock. An equity investment does not include any

position or security held in a trading account in accordance with applicable accounting principles and as part of an underwriting, market making or dealing activity.

Indirect Investment

For the purposes of this report, an indirect investment is a nonfinancial equity investment that the BHC or any of its consolidated subsidiaries has in an investment fund or similar entity that is engaged in the business of making equity investments in nonfinancial companies. An investment fund can be organized in any form, including as a partnership, corporation, or limited liability company. An example of an indirect investment is an investment in a private equity fund that makes merchant banking investments under section 4(k)(4)(H) of the BHC Act (12 U.S.C. 1843(k)(4)(H)).

Nonfinancial Company

A nonfinancial company is a company that is engaged in any activity that has not been determined to be financial in nature or incidental to a financial activity under section 4(k) of the BHC Act (12 U.S.C. 1843(k)).

Subsidiary

For purposes of this report, subsidiary means any company in which the BHC, directly or indirectly, owns or controls more than 50 percent of the outstanding voting stock and which is consolidated under GAAP in the parent holding company's financial statements.